

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

|                                  |   |                            |
|----------------------------------|---|----------------------------|
| -----X                           | : |                            |
| CITY OF WESTLAND POLICE AND FIRE | : |                            |
| RETIREMENT SYSTEM,               | : |                            |
|                                  | : |                            |
| Plaintiff,                       | : |                            |
|                                  | : |                            |
| v.                               | : | Case No. 1:12-cv-00256-LAK |
|                                  | : |                            |
|                                  | : |                            |
| METLIFE, INC., et al.,           | : |                            |
|                                  | : |                            |
| Defendants.                      | : |                            |
| -----X                           | : |                            |

**DECLARATION OF TIMOTHY E. HOFFNER**

Pursuant to 28 U.S.C. § 1746 Timothy E. Hoeffner declares:

1. I am a member of the Bar of this Court and of DLA Piper LLP (US), which is counsel for the underwriter defendants in this action. I submit this declaration to place before the Court certain publicly filed documents in connection with the underwriter defendants' motion to dismiss the amended class action complaint in this action. The statements herein are based on my personal knowledge.

2. Attached hereto as Exhibit A is a true and correct copy of a prospectus supplement dated August 3, 2010 for an offering of 75,000,000 shares of common stock of MetLife, Inc. in the form in which it was retrieved from the website maintained by the Securities and Exchange Commission ("SEC") under my direction and supervision.

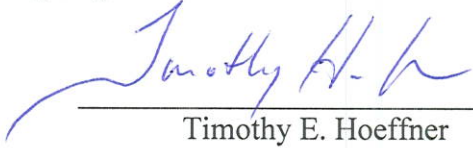
3. Attached hereto as Exhibit B is a true and correct copy of a prospectus supplement dated March 3, 2011 for an offering of 146,809,712 shares of common stock of

MetLife, Inc. in the form in which it was retrieved from the SEC's website under my direction and supervision.

4. Attached hereto as Exhibit C is a true and correct copy of plaintiffs' amended class action complaint filed in this action on May 14, 2012 in the form in which it was retrieved from the Court's ECF filing system.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 3rd day of August, 2012.



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Timothy E. Hoeffner

**CERTIFICATE OF SERVICE**

I hereby certify that I am one of the attorneys for the underwriter defendants in this action and that on August 3, 2012, I caused a copy of the foregoing to be filed with the Court's ECF system, which will cause notice of its filing to be served electronically upon all counsel who have appeared in this action

/s/ Timothy E. Hoeffner

Timothy E. Hoeffner